

法律英语系列教材

法律英语听说教程 下册

Listening & Speaking Course of English for Law Book II

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对外经济贸易大学出版社

法律英语听说教程

(下册)

Listening & Speaking Course of English for Law
(Book II)

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序 言

杜金榜、张新红两教授主编的《法律英语核心教程》即将问世,嘱我为序。我感到十分高兴,竭诚向读者推荐。我国已经加入世界贸易组织,涉外法律人才的需求必将日益增加。对外经济贸易大学出版社宓智瑛副总编组稿、策划的这套教材的出现是“及时雨”,必将受到广大读者的欢迎。

在专门用途英语(English for Specific Purposes)中,法律英语是最具特色的一种。从法律用语到法律文件,都有鲜明的特点,要求严格的、规范的、正式的语体。如果说专门用途英语必须经过“专门的”训练才能学到,那么法律英语应该是属于“最专门的”一种;就是以英语为母语的人也未必具有这样的知识。这就是说,为我国读者编写的法律英语的教科书必须从选材、编注、练习体系设计等方面精心安排。这套教材的编者在法律英语的教学方面积累了许多行之有效的宝贵经验,在编写中从我国学生的特点出发,既注意到读、写、说、译等语言技能的培养,又注意到法学知识的输入;既强调教材体系的连贯性,又强调知识的循序渐进性,覆盖了法学的基础知识、国际经济法、法律专题讨论等领域。这就保证了学生既学到英语,又学到法律知识。从本书的编写说明中可以看出,目前这套教材仅是法律英语系列教材的第一本,还会继续有《法律英语听说教程》、《法律英语阅读教程》、《法律英语写作教程》、《法律英汉翻译教程》等问世。这套系列教材的出版将会大大地有利于法律英语专业学生的培养,我们翘首以待。

法律语言学(forensic linguistics)是在民族和国家之间关系日益紧密的今天发展起来的一门新兴的语言学科,具有很强的生命力。语言在法律活动中具有举足轻重的地位。我们经常说“在法律面前人人平等”,但是语言不沟通,平等就难以维持。我热切地希望编者们能够把法律语言学的一些新进展消化和融合到这套教材里面,千锤百炼,使之成为一套更实用、更先进、更科学的教程。

是为序。

桂诗春

前 言

随着对外开放步伐的加快,尤其是加入世界贸易组织,中国对涉外法律人才的需求急剧增加,为了适应这一教程,尽快培养高素质的法律英语复合型人才,我们特推出《法律英语系列教材》。作为《系列教材》之一,《法律英语听说教程》以法律场景为主线,以对话的形式介绍法律知识,同时突出语言结构和功能。本教程的一个显著特点是“听说结合”。与一般的口语教材不同,本教程结合法律场景,把听与说的训练有机地结合起来。首先通过“听”向学生介绍与每个单元的主题相关的句型和表达方式,帮助学习者了解这个单元的内容并打下基本的语言基础,接着进行“说”与“听”操练,从简单到复杂,从单一到综合,逐步提高学习者的应用能力和技巧。本教程编排新颖,内容丰富具体,语言真实自然,练习形式活泼多样,结合各种法律场景,便于学习者学以致用。

《法律英语听说教程》除了适合英语+法律、法律+英语的涉外型、复合型本科学生使用外,也可供法律、外交、国际贸易、国际金融和国际政治等专业的本科学生学习法律和英语之用,还可供辅修法律或英语的商务、经济、管理、金融、文化交流等专业的学生之用。本教程还可以作为立法、司法等部门的公务员提高专业和英语水平的教材。

本教程分上、下册,上册着重于基本法律知识的介绍,下册侧重于法律知识在具体场景的应用。每册12个单元,每单元包括9个部分:(1)“热身”练习(Warm-up Practice)。这部分主要通过学习者的“说”,让教师了解学生对本单元内容的掌握程度,教学时有的放矢,同时也让学生对本单元的主要内容有所了解;(2)词汇表(Word List)。这部分主要把每单元中的听力练习、对话和语言要点中生词和短语列举出来,便于学生的学习和查阅;(3)听力练习(Listening Practice)。这部分旨在让学生泛听本单元所学的主要内容和语法要点,让他们在获得听力练习的情况下对将学的知识有一个感性认识;(4)对话范例(Sample Dialogues)。这部分把本单元的主要内容和语言点贯穿于具体的对话中,让学生了解本单元的内容和语法结构,同时也供学生模仿活用;(5)语言要点(Language Focus)。这部分分两部分,第一部分列举本单元的常用的法律表达式,第二部分列举一些常用的日常表达式,这样,学生即可了解法律的表达式,又可学习和巩固基本的语法结构;(6)巩固练习(Practice for Consolidation)。这部分练习分为听力和口语两部分,旨在让学生把本单元所学的主要内容和语法结构融会贯通于听说练习中,从而达到巩固和应用的目的;(7)角色扮演(Role Play)。这部分着重提高学生应用所学知识的能力和技巧;(8)补充阅读(Supplementary Reading)。这部分挑选一篇相关领域的文章,作为学生的课外读物,旨在增加学生相关领域的专业知识;(9)补充词汇(Supplementary Vocabulary)。这部分补充一些与本单元内容相关的术语,以充实学生相关领域的词汇。

本教程配有由外籍专家朗读的录音磁带。为了方便自学,书后提供了录音文本和练习答案。

本教程一共两册。建议第二学年开始使用,每学期一册(每周2学时)。在使用过程中,教师根据学习者的具体情况,对某些单元的部分内容和练习有所取舍。

为方便本教程编写者和使用者进行直接交流,我们还建立了专门网站。教师和学生可以通过<http://www.beschool.net/>参加讨论和反馈意见。

编者在编写过程中得到广东外语外贸大学国际商务英语学院的精神鼓励和物质支持;在所涉法律专业知识方面得到广东外语外贸大学法学专家的指导和帮助;参考了国内外出版的相关书籍,从中获益匪浅。在此一并向他们表示感谢。

由于法律英语的特殊性,加上目前基本找不到可借鉴、参考的听说教材,在编写本教材过程中,我们付出了大量心血,希望本教程能够起到抛砖引玉的作用。由于能力、材料和时间所限,不足之处在所难免,敬请广大读者和专家批评指正。

编 者

2004 年 2 月于广州

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Unit 1

Setting up a Business

Learning Objectives

- A to become acquainted with the general process of business start-up
- B to understand the requirements for business start-up
- C to express similarities and differences

I. Warm-up Practice

1. Try to give the English equivalents of the following.

- | | | | |
|----------|-------------|----------|---------|
| 1) 乡镇企业 | 2) 跨国公司 | 3) 个体户 | 4) 国营企业 |
| 5) 股份制企业 | 6) 合资企业 | 7) 外向型企业 | 8) 法人代表 |
| 9) 经营范围 | 10) 劳力密集型企业 | | |

2. If you would like to set up a business, what factors do you think you need to take into consideration? Write them in the following box, and then compare them with your partner's.

3. Look at the terms in the box. Tick the essential requirements for a limited liability company, and compare them with your partner's.

business name, registered capital, premises, production capacity, trademark, board of directors, legal person, legal format, business scope, business plan, feasibility study, shares, shareholders, chairman, CEO, annual meeting, annual return, trade union, secretary

4. One important step in starting a business is to determine the basic legal structure of the business. The following are some commonly-used legal structures. First, choose the right word from the box below to fill in the blanks. If you would like to set up a business, which of the following legal structures do you prefer? State your reasons.

general partnership, sole proprietorship, corporation, limited liability company, limited partnership, joint venture, franchise

-

多样化

entity /'entiti/ <i>n.</i>	实体
extricate /'ekstrikeit/ <i>n.</i>	使解脱, 救出
inefficient /,ini'fɪʃənt/ <i>adj.</i>	效率低的, 效率差的
license /'laisəns/ <i>n.</i>	执照, 许可证
merger /'mɜ:dʒə/ <i>n.</i>	合并
obligation /,ɒbli'geɪʃən/ <i>n.</i>	义务, 职责, 债务
permit /'pə:mit/ <i>n.</i>	许可, 执照
pharmaceutical /,fɑ:mə'sju:tɪkəl/ <i>n.</i>	药品
proprietorship /prə'praɪətəʃɪp/ <i>n.</i>	所有权
registration /,redʒɪs'treɪʃən/ <i>n.</i>	注册
sector /'sektə/ <i>n.</i>	部分, 部门
transportation /,træns'pɔ:t'eɪʃən/ <i>n.</i>	运输
significant /sig'nɪfɪkənt/ <i>adj.</i>	有意义的, 重大的, 重要的
unproductive /'ʌnprə'dʌktɪv/ <i>adj.</i>	无利可得的, 无效的, 非生产性的

Phrases

annual meeting	股东年会
Annual Return	年度报告
book of accounts	账簿
Business Registration Office	公司注册署(香港)
business start-up	企业的创办
Company Registry	公司注册处(英)
economic sector	经济部门
financial affairs	财务
Hong Kong Society of Accountants	香港会计师公会
industrial output	工业产值
joint stock company	股份公司
legal format	法律形态、格式
legal structure	(公司的)法律结构
per annum	每年
privately-owned enterprise	私营企业
share capital	股本
sole proprietorship	独资(经营)
state-owned enterprise = SOE	国有企业
stock exchange	股票交易所
to account for	占(比例)
to consist of	由...组成
to hold sb. responsible for	认定某人应对...负责
to list shares	股票挂牌上市

to operate under/below capacity	开工不足
to restructure through mergers and acquisitions	通过并购进行重组
to set up a business	创办企业
to start a business	创办企业
urban areas	城区

2. Dialogues and language focus

Words

approval /ə'pru:vəl/ <i>n.</i>	赞成, 承认, 正式批准
approve /ə'pru:v/ <i>vt.</i>	批准, 通过
barrier /'bæriə/ <i>n.</i>	障碍
compensation /,kɒmpen'seɪʃən/ <i>n.</i>	补偿, 赔偿
conducive /kən'dju:sɪv/ <i>adj.</i>	有利于
dividend /'dɪvɪdend/ <i>n.</i>	红利
fictitious /fɪk'tɪʃəs/ <i>adj.</i>	假想的, 编造的
financing /faɪ'nænsɪŋ/ <i>n.</i>	理财, 融资
franchise /'fræntʃaɪz/ <i>n.</i>	特许经营权
franchisee /,fræntʃaɪ'zi:/ <i>n.</i>	特许持有人, 特许经营人
franchisor /,fræntʃaɪzɔ:(r)/ <i>n.</i>	授予特许者, 特许人
impede /ɪm'pi:d/ <i>vt.</i>	阻止, 阻碍
investigate /ɪn'vestɪgeɪt/ <i>vt.</i>	调查
naturalization /nætʃərəlaɪ'zeɪʃən/ <i>n.</i>	归化, 加入国籍
shareholder /'ʃeəhəʊldə/ <i>n.</i>	股票持有人, 股东
verify /'verɪfaɪ/ <i>vt.</i>	校验, 核查
withholding /wɪð'həʊldɪŋ/ <i>n.</i>	预扣(税收等)

Phrases

Administration of Industry and Commerce	工商局
approval authorities	审批机关
attend to procedures/formalities	办手续
business opportunity	商机
cash flow	现金流转
double taxation	双重征税
Employer Identification Number (EIN)	雇主身份辨认密码
feasibility study	可行性研究
general partnership	普通合伙公司
joint venture	合资企业
limited partnership	有限合伙公司
minimum investment	最低投资额

pass-through taxation

转移式纳税制度(指合伙企业无需缴纳所得税,其所得税转移给合伙人,由后者缴纳个人所得税)

statutory formalities

法定程序

to apply to ... for approval

向...申请批准

to be conducive to sth./doing sth.

有利于

to be short of

缺少...

to brief sb. about sth.

向...简介...情况

to call for

要求

to comply with

遵循

to raise capital

集资

to start from scratch

从头开始,白手起家

to take ... into consideration/account

考虑

wholly foreign-owned enterprise(WFOE)

外商独资企业

WTO(World Trade Organization)

世界贸易组织

III. Listening Practice

1. Listen to a monologue describing the steps in starting a business in the USA. Complete the diagram below as you listen.

Starting a business in the U. S. A	
Step 1	
Step 2	
Step 3	
Step 4	

2. Listen to a monologue about the legal requirements for setting up a business in Hong Kong and decide whether the following statements are true(√), or false(×).
- () 1) A business registration certificate has to be renewed every two years.
- () 2) At present, the business registration fee is HK \$ 3 600.
- () 3) The company name must be registered with the Business Registration Office.
- () 4) The required minimum amount of share capital is HK \$ 2 only.
- () 5) Directors' meeting can only be held in Hong Kong.
- () 6) The books of accounts can be audited by any accountant.

3. Listen to the monologue once again and complete the diagram below.

	Requirements for Setting up a Company in Hong Kong
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	
No. 6	
No. 7	

4. Listen twice to a dialogue concerning the major legal structures of companies in China, and complete the following.

- 1) The primary forms of enterprises in China are _____, _____ and _____.
- 2) The state-owned and collective sectors are _____ exclusively to _____ businesses. State-owned enterprises, most of which are located in _____, are primarily large concerns operating in critical areas of _____, including post and communications, _____, pharmaceuticals, _____ and heavy industry.
- 3) State-owned enterprises are still playing an important part in _____, but its role is not so important as before. Nowadays many SOEs are _____ and _____. Contributions to _____ by SOEs declined from a peak of 90% in 1965 to 51% in 2000.
- 4) State-owned enterprises are required to establish an independent _____ and _____ for their financial affairs. Some state-owned enterprises are allowed to form _____ companies and _____ on domestic and foreign stock exchanges.
- 5) _____ are mainly in the light industrial sector and _____ consumer-oriented products.

IV. Sample Dialogues

Dialogue 1

(Mr Li, a businessman from China, wants to set up a business in the USA. He is now consulting an American lawyer.)

A = Mr. Li; B = American lawyer.

A: Mr. Jackson, I wonder if you could brief me about how to start a business in the U. S. A.

B: I'd be glad to. Let me start with the five common business entities in U. S. A. Generally, there are several ways to form a business in the United States. The most popular among busi-

ness owners is sole proprietorship. Also, general partnerships, limited partnership, "C" and "S" Corporations are common entities.

A: What's the easiest way to set up a business?

B: I think sole proprietorship may be the easiest form of business to set up. To establish a sole proprietorship, you may have to file a fictitious certificate if you are doing business under a name different from yours.

A: What's the disadvantage of establishing a sole proprietorship?

B: Well, a big disadvantage is that the owner of a sole proprietorship faces unlimited liability for the business' debt. The owner and the business are taxed as one for income tax purpose.

A: I see. How is general partnership different from sole proprietorship?

B: As far as general partnership is concerned, this type of entity consists of two or more partners and can be created with little or no statutory formalities. It is easier to establish such a business than a corporation, but all partners have unlimited personal liability for the partnership's debts and obligations. The partners are taxed on the partnership income. The pass-through taxation avoids the potential double taxation which is present in regular corporations.

A: I think I've got some ideas about general partnership, thank you. How about limited partnership?

B: Limited partnership is different from general partnership in that the former consists of two or more general partners and the latter two or more limited partners.

A: Sorry to cut you in, but I don't understand very well general partners and limited partners.

B: This is what I'm going to talk about next. The general partners are the ones who run the day-to-day operation and the limited partners are typically passive investors.

A: Do they assume the same liability in the process of business operation?

B: No. The general partners have unlimited liability while the limited partners have no liability for the partnership debts and obligations. Just like general partnership, the partners, not the partnership, are taxed on the partnership income. The pass-through taxation avoids the potential double taxation present in regular corporations. Am I making sense?

A: Yes, I think I'm quite clear about what you've talked about.

B: Good. Next I'll proceed to talk about "C" and "S" corporations; two main types of corporations in the USA. First I'll focus on C corporations. C corporations usually refer to international corporations. The C corporations have limited liability and are well-understood entities that can serve many different businesses.

A: Is it similar to a limited company?

B: Yes.

A: As you see it, what's the disadvantage of this type of entity?

B: The disadvantage is that the corporation requires a certain number of formalities and several governmental filings are required. In a C corporation, the business' income is taxed at the corporate level and, if dividends are distributed to the shareholders, the shareholders are taxed on the dividend as well. This is sometimes referred to as double-taxation.

A: Can non-resident file and own a C corporation in the U. S. ?

B: Yes. That's to say, those who would like to file for and own a C corporation in the U. S. do not need to live in the USA.

A: Oh, I see. By the way, what's the difference between a C corporation and an S corporation?

B: Well, they are different in that non-residents can file for C corporations while only US residents can file for S corporations. Are you with me here?

A: Yes, I think so. Mr. Jackson, I would also like to know if there are any requirements on minimum investment.

B: Actually, there is no requirement on minimum investment and a C corporation can be set up for as little as a few hundred dollars. In general less than US \$ 500 will be enough to cover filling fees and professional advice.

....

Dialogue 2

(Mr Li, a businessman from China, wants to set up a business in the USA. He is now consulting an American lawyer.)

A = Mr. Li; B = American lawyer.

A: Mr. Jackson, could you move on to the basic steps in starting a business in the U. S. A. ?

B: Well, to start a business doesn't call for complicated procedures, but before you decide to file for a business, you need to take into account the following steps. The first step is to select the legal structure of the business. In other words, you need to decide which structure will work best for your business.

A: What shall I do after this?

B: Then you need to apply for an Employer Identification Number (EIN).

A: What do you mean by an Employer Identification Number?

B: An Employer Identification Number is also known as a federal tax identification number, and is used to identify a business entity. Generally, businesses need an EIN. You may apply for an EIN in various ways, and now you may apply online.

A: What's the next step?

B: If you're short of capital, it's likely that the next step is to write a business plan and investigate business financing and marketing. Raising capital is the most basic of all business activities. But raising capital may not be easy; in fact, it can be a complex and frustrating process. If necessary, I'll come back to this in more detail later.

A: I don't think capital is a big problem for me.

B: That's good. Then the next step is to determine the federal, state, and local tax obligations.

A: Do you mean the taxes at the federal, state, and local levels?

B: Exactly.

A: Roughly, what do the taxes include?

B: They include income tax, employment tax, business tax, etc. Here's a tax reference table.

A: Oh, there are quite a few types of taxes. What comes next?

B: You have to determine necessary licenses and permits for specific business on the federal, state, and local levels.

A: Is obtaining a license or permit a complicated procedure?

B: Not very, but you need to fill out some forms. The last step is to determine federal and state employer requirements. There are various laws relating to employment of personnel, such as *Americans with Disabilities Act Requirements*, *Equal Employment Requirements*, *Safety Requirements* and *Wage and Labor Requirements*.

A: Can you be more specific about this?

B: Well, if you need to hire workers, prepare to meet federal employment tax requirements and ask employees to complete withholding certificates. You also have to comply with state and federal regulations regarding the protection of employees and investigate the federal minimum wage, overtime, and child labor laws, review the federal health and safety standards employers must provide for the protection of employees, and check if you need to buy workers' compensation insurance, etc. You still need to complete Immigration and Naturalization Service Employment Eligibility Verification Form for every employee, citizen and non-citizen alike.

A: How do I get all this information?

B: You can contact relevant competent departments or organizations. If you've decided to set up a business in the U. S. A, I suggest you seek the guidance of a professional tax consultant, accountant, and attorney to verify all legal requirements are met before operating a business. This may save you a lot of trouble.

A: After your introduction, I think I have now a clear picture of the procedures for setting up a business in the U. S. A. Mr. Jackson, thank you so much for the time and the trouble.

B: You're welcome. Just feel free to contact me if you have any further questions.

Dialogue 3

(A foreign businessman is consulting a Chinese lawyer for the requirements of setting up a wholly foreign-owned enterprise in China.)

A = foreign businessman; B = Chinese lawyer

A: As China is opening its door wider and wider to foreign countries, I believe there will be more business opportunities for foreign investors to do business in China. With this idea in mind, I want to set up a business in one of the big cities in China. I wonder if you can tell me the legal requirements and procedures for forming a company.

B: Do you plan to set up a joint venture(JV) or a wholly foreign-owned enterprise(WFOE)?

A: I intend to set up a WFOE. Are there any restrictions on such an enterprise?

B: Not really. In order to eliminate legal barriers that would impede China's joining of the WTO, China repealed the restrictions on WFOEs on April 12th, 2001. Now wholly foreign-owned

enterprises are quite popular in China.

A: What are the requirements for a WFOE?

B: Well, the basic requirements include: 1) only one member or owner; 2) only one director, unless the company forms a Board of Directors, for which three directors are required, none of whom need to be Chinese citizens or residents; 3) a general manager or president, who is not required to be a Chinese citizen or resident; 4) a minimum investment of \$ 200 000, which may vary depending on local regulations.

A: What are the basic procedures of establishing such an enterprise?

B: Establishing a WFOE in China requires the following steps: first, you have to select a location for the enterprise. When you have selected the location, the next step may be to draw up a detailed business plan.

A: What does a business plan include?

B: Generally, it includes such information as reasons for investing in China, feasibility study, predicted market growth, opportunities resulting from establishing the WFOE, costs of establishing and operating the WFOE, risk analysis, cash flow, predicted levels of imports and exports and business structure of the WFOE, etc.

A: What comes next?

B: What follows is to determine business scope of the WFOE.

A: What are the restrictions on business scope?

B: According to the WFOE regulations, "Foreign investors are permitted to set up a 100% foreign-invested enterprise in industries that are conducive to the development of China's economic benefits, and not prohibited or restricted by the state.

A: I see.

B: Then it comes to choosing the business name.

A: What follows when all this is done?

B: The foreign investor must apply to the Ministry of Commerce, or one of its local branches for approval to set up a WFOE. The law requires the approval authorities to decide within three months whether to grant approval. If the WFOE is approved, it must be registered within one month with the State Administration for Industry and Commerce (SAIC) to obtain a licence to start business.

A: How long does it take to finish attending to all the necessary procedures?

B: In general, it takes a couple of months.

V. Language Focus

1. Useful legal expressions

- 1) I wonder if you could brief me about the basic steps in starting a business in the U. S. A.
- 2) The first step in starting a business is to determine the basic legal structure of the business.
- 3) There are several ways to form a business in the U. S. A. The most popular among business owners is sole proprietorship. Also, general partnerships, limited partnership, "C" and